

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

ROBERT H. BURCH, Individually and on  
behalf of all others similarly situated,

Plaintiff,

-v-

SLM CORPORATION, ALBERT L. LORD,  
CHARLES ELLIOTT (C.E.) ANDREWS and  
ROBERT S. AUTOR,

Defendants.

Civil Action No. 08-cv-01029

ECF Case

RUSSEL PATRICK, Individually and on  
behalf of all others similarly situated,

Plaintiff,

-v-

SLM CORPORATION, ALBERT L. LORD,  
CHARLES ELLIOTT (C.E.) ANDREWS and  
ROBERT S. AUTOR,

Defendants.

Civil Action No. 08-cv-02463 (WHP)

ECF Case

**NOTICE MOTION OF WESTCHESTER CAPITAL MANAGEMENT,  
INC.'S AND GREEN & SMITH INVESTMENT MANAGEMENT L.L.C.'S  
FOR THE CONSOLIDATION OF ALL RELATED ACTIONS;  
TO BE APPOINTED LEAD PLAINTIFFS AND FOR APPROVAL OF LEAD  
PLAINTIFFS' SELECTION OF LEAD COUNSEL**

PLEASE TAKE NOTICE that, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995 ("PSLRA"), class members Westchester Capital Management, Inc. and Green & Smith Investment Management L.L.C., ("Westchester Movants") hereby move this Court at the United States District Court for the Southern District of New York, located at 500 Pearl Street, New York, New York, at a date and time to be determined by the Court, for an Order: (i) consolidating all related cases and any subsequently

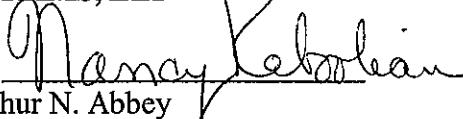
filed related cases; (ii) appointing the ("Westchester Movants") as Lead Plaintiff in the consolidated action and any subsequently filed related cases; and (iii) approving their selection of Abbey Spanier Rodd & Abrams, LLP, as Lead Counsel.

This Motion is based on the accompanying Memorandum of Points and Authorities in support thereof, the Declaration of Nancy Kaboolian filed herewith, and all prior pleadings and proceedings herein, and such other written or oral argument as may be permitted by the Court.

Dated: March 31, 2008  
New York, New York

Respectfully Submitted,

**ABBEY SPANIER RODD &  
ABRAMS, LLP**

By:   
Arthur N. Abbey  
Nancy Kaboolian (NK 6346)  
212 East 39<sup>th</sup> Street  
New York, New York 10016  
[nkaboolian@abbeyspanier.com](mailto:nkaboolian@abbeyspanier.com)  
Tel: (212) 889-3700  
Fax: (212) 684-5191

Proposed Lead Counsel for Proposed Lead  
Plaintiff Westchester Movants

**BERNSTEIN LITOWITZ BERGER  
& GROSSMANN, LLP**  
Gerald H. Silk  
1285 Avenue of the Americas  
New York, New York 10019  
[jerry@blbglaw.com](mailto:jerry@blbglaw.com)  
Tel: (212) 554-1400  
Fax: (212) 554-1444

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**[PROPOSED] ORDER FOR THE CONSOLIDATION OF  
ANY RELATED ACTIONS, APPOINTING LEAD  
PLAINTIFFS AND APPROVING LEAD PLAINTIFFS'  
SELECTION OF LEAD COUNSEL**

Upon good cause shown, IT IS HEREBY ORDERED THAT:

**Consolidation**

Any subsequently filed related action are consolidated for all purposes including, but not limited to, discovery, pre-trial proceedings and trial proceedings, pursuant to Rule 42(c) of the Federal Rules of Civil Procedure. This matter shall be identified as In re SLM Corporation Securities Litigation, Civil

Action No. 08-cv-01029 (WHP), and the files of the action shall be maintained in one file under Master File No. 08-cv-01029 (WHP).

**Appointment Of Lead Plaintiff**

Westchester Capital Management, Inc. ("Westchester Capital") and Green & Smith Investment Management L.L.C. ("G&S"), (hereinafter "Westchester Movants") are hereby appointed the lead plaintiffs pursuant to Section)(3)(B) of the Securities Exchange Act of 1934, 15 U.S.C. 78n-4(a)(3)(B) in the consolidated Action.

**The Westchester Movants' selection Counsel**

The Westchester Movants' selection of the law firms Abbey Spanier Rodd & Abrams, LLP as Lead Counsel for all in the consolidated action is approved.

**SO ORDERED**, this \_\_\_\_ day of \_\_\_\_\_, 2008

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United States District Judge